



# WPG Resources Ltd

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26 August 2016

Company Announcements Office  
ASX Limited  
Exchange Centre  
Level 6, 20 Bridge Street  
SYDNEY NSW 2000

## **Appendix 3B, Appendix 3Ys and Substantial Shareholder Notice**

WPG Resources Ltd (ASX: WPG, WPGO) advises that pursuant to the fully underwritten, non-renounceable 1 for 6 entitlement offer at an issue price of \$0.065 per share announced on 27 July 2016, the Shortfall of 18,016,546 fully paid ordinary shares have been issued in accordance with the underwriting agreement entered into by WPG with Veritas Securities Limited on 26 July 2016.

Attached is an Appendix 3B with respect to the Shortfall.

Also attached are Appendix 3Y Change of Director's Interest Notices and a Substantial Shareholder Notice.

### **Notice Under Section 708A(5)(e)**

In accordance with s708A(5)(e) of the *Corporations Act 2001 (Corporations Act)*, the Company gives notice that:

WPG has resolved to issue a total of:

- (1) 79,244,418 fully paid ordinary shares at an issue price of \$0.065 per share. The shares were allotted on 24 August 2016.
- (2) 18,016,546 fully paid ordinary shares at an issue price of \$0.065 per share. The shares will be allotted on 26 August 2016.

WPG gives notice that:

- (1) this notice is being given under Section 708A(5)(e)(i) of the Corporations Act;
- (2) WPG issued the new shares without disclosure to investors under Part 6D.2 of the Corporations Act;
- (3) as at the date of this notice, WPG has complied with:
  - (a) the provisions of Chapter 2M of the Corporations Act as they apply to WPG; and
  - (b) section 674 of the Corporations Act; and
- 4) there is no other information that is excluded information as at the date of this notice which is required to be set out in this notice under Section 708A(6)(e) of the Corporations Act.

Yours sincerely  
**WPG Resources Ltd**

**Larissa Brown**  
Company Secretary

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

WPG Resources Ltd

ABN

51 109 426 502

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                  |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued                                                                                                                                                                                                  | Fully paid ordinary shares                                                                                                                                                                                                                                                                       |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                 | 18,016,546 fully paid ordinary shares (Shortfall)                                                                                                                                                                                                                                                |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 18,016,546 shares are issued in accordance with the underwriting agreement entered into by WPG with Veritas Securities Limited on 26 July 2016. These shares make up the Shortfall of the fully underwritten, non-renounceable 1 for 6 entitlement offer at an issue price of \$0.065 per share. |

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+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>The shares will rank equally with WPG fully paid ordinary shares from the date of allotment.</p>
5	Issue price or consideration	\$0.065 per share (Shortfall)
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	18,016,546 shares are issued in accordance with the underwriting agreement entered into by WPG with Veritas Securities Limited on 26 July 2016. These shares make up the Shortfall of the fully underwritten, non-renounceable 1 for 6 entitlement offer at an issue price of \$0.065 per share.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	25 November 2015
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable							
6f	Number of +securities issued under an exception in rule 7.2	18,016,546 fully paid ordinary shares are issued under Exception 2.							
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable							
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable							
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	See attached Annexure 1							
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	26 August 2016							
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="647 1487 935 1523">Number</th> <th data-bbox="935 1487 1458 1523">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="647 1523 935 1559">681,813,860*</td> <td data-bbox="935 1523 1458 1559">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="647 1559 935 1594">69,324,860</td> <td data-bbox="935 1559 1458 1648">Options \$0.038 exercise price and expiry date 31 December 2016</td> </tr> </tbody> </table>	Number	+Class	681,813,860*	Fully paid ordinary shares	69,324,860	Options \$0.038 exercise price and expiry date 31 December 2016	
Number	+Class								
681,813,860*	Fully paid ordinary shares								
69,324,860	Options \$0.038 exercise price and expiry date 31 December 2016								

\* A further 10,000,000 shares will be issued and allotted to Helix Resources on development of the Tunkillia gold project

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	4,917,178	Incentive rights, vesting 1 July 2017
	6,620,123	Incentive rights, vesting 1 July 2018
	7,532,112*	Incentive rights, vesting 1 July 2019

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Full participation in any future dividends.
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\* a further 3,170,178 incentive rights will be granted to Executive Directors subject to shareholder approval at the next General Meeting.

## Part 2 - Pro rata issue

Questions 11 to 33	Not applicable
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## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Questions 35 to 37	Not applicable
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### Entities that have ticked box 34(b)

Questions 38 to 42	Not applicable
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+ See chapter 19 for defined terms.

### Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: **Larissa Brown**  
(Company Secretary)

Date: 26 August 2016

Print name: Larissa Brown

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid <sup>+</sup> ordinary securities on issue 12 months before the <sup>+</sup> issue date or date of agreement to issue	280,967,382
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid <sup>+</sup>ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>27 August 2015 – 296,494 shares (Exception 9)            7 December 2015 – 93,754,625 shares (Exception 1)            17 December 2015 – 1,461 shares (Exception 4)            25 January 2016 – 794 shares (Exception 4)            15 February 2016 – 6,666 shares (Exception 4)            19 February 2016 – 7,666 shares (Exception 4)            8 March 2016 – 20,932 shares (Exception 4)            10 March 2016 – 99,999 shares (Exception 4)            14 March 2016 – 122,332 shares (Exception 4)            16 March 2016 – 48,250 shares (Exception 4)            17 March 2016 – 3,864 shares (Exception 4)            22 March 2016 – 103,333 shares (Exception 4)            24 March 2016 – 2,742,615 shares (Exception 4)            29 March 2016 – 46,930 shares (Exception 4)            4 April 2016 – 17,513 shares (Exception 4)            11 April 2016 – 388,027 shares (Exception 4)            27 April 2016 – 351,004 shares (Exception 4)            16 May 2016 – 65,999 shares (Exception 4)            20 May 2016 – 258,724 shares (Exception 4)            1 June 2016 – 389,887 shares (Exception 4)            10 June 2016 – 3,333 shares (Exception 4)            17 June 2016 – 166,666 shares (Exception 4)            28 June 2016 – 226,882 shares (Exception 4)            4 July 2016 – 25,806,425 share issue 16 Dec 15 (approved under rule 7.4)            4 July 2016 – 14,542,786 share issue 18 Apr 15 (approved under rule 7.4)            4 July 2016 – 26,899,492 share issue 18 Apr 15 (approved under rule 7.4)            11 July 2016 – 4,815,900 shares (Exception 9)            21 July 2016 – 7,666 shares (Exception 4)            28 July 2016 – 5,552,289 shares (Exception 4)            29 July 2016 – 3,165,778 shares (Exception 4)            1 August 2016 – 5,101,183 shares (Exception 4)            2 August 2016 – 1,229,526 shares (Exception 4)            3 August 2016 – 3,319,017 shares (Exception 4)            11 August 2016 – 359,691 shares (Exception 4)            12 August 2016 – 1,266 shares (Exception 4)            19 August 2016 – 8,549 shares (Exception 4)            23 August 2016 – 79,244,418 shares (Exception 1)            24 August 2016 – 611,923 shares (Exception 4)            26 August 2016 – 18,016,546 shares (Exception 2)</p>
<b>Subtract</b> the number of fully paid <sup>+</sup> ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	568,773,860

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	85,316,079
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of <sup>+</sup>equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	67,824,551 fully paid ordinary shares – 3 August 2016
“C”	0
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	85,316,079
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	67,824,551
<b>Total</b> [“A” x 0.15] – “C”	17,491,528 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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+ See chapter 19 for defined terms.



## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	568,773,860
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	56,877,386
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	45,215,449 fully paid ordinary shares – 3 August 2016
<b>“E”</b>	0
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	56,877,386
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	45,215,449
<b>Total [“A” x 0.10] – “E”</b>	11,661,937 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

# Appendix 3Y

## 26 August 2016

### Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

Name of entity	WPG Resources Ltd
ABN	51 109 426 502

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Robert Duffin
Date of last notice	7 December 2015

#### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and indirect		
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Irrawaddy Investments Pty Ltd REC Investment Management Pty Ltd		
Date of change	23 August 2016		
No. of securities held prior to change		Fully Paid Ordinary Shares	Quoted Options (\$0.04 exercise price, 31 Dec 2016 expiry)
	Irrawaddy Investments Pty Ltd <Duffin Family A/C>	5,871,926	1,467,981
	Irrawaddy Investments Pty Ltd <Wotrun Super Fund>	9,771,559	2,442,889
	REC Investment Management Pty Ltd	15,586,265	3,896,566
	Robert Harry Duffin	12,866,026	3,216,506
	<b>Total</b>	<b>44,095,776</b>	<b>11,023,942</b>
Class	Fully paid ordinary shares		
Number acquired	7,349,292 fully paid ordinary shares		
Number disposed	Nil		
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.065 per share		

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

No. of securities held after change		Fully Paid Ordinary Shares	Quoted Options (\$0.038 exercise price, 31 Dec 2016 expiry)
	Irrawaddy Investments Pty Ltd <Duffin Family A/C>	6,850,580	1,467,981
	Irrawaddy Investments Pty Ltd <Wotrun Super Fund>	11,400,151	2,442,889
	REC Investment Management Pty Ltd	18,183,975	3,896,566
	Robert Harry Duffin	15,010,362	3,216,506
	<b>Total</b>	<b>51,445,068</b>	<b>11,023,942</b>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares acquired pursuant to Entitlement Offer dated 27 July 2016.		

### Part 2 – Change of director's interests in contracts NOT APPLICABLE

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

### Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No – the trading occurred during a trading window in accordance with the Company's Share Trading and Trading Windows policy and procedures.
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.

# Appendix 3Y

## 26 August 2016

### Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

Name of entity	WPG Resources Ltd
ABN	51 109 426 502

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Martin Jacobsen
Date of last notice	20 July 2016

#### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct	
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>		
Date of change	23 August 2016	
No. of securities held prior to change	4,474,515	Fully Paid Ordinary Shares
	630,511	Quoted Options (\$0.04 exercise price, 31 Dec 2016 expiry)
	4,828,869	Unquoted Incentive Rights
Class	Fully paid ordinary shares	
Number acquired	745,751 fully paid ordinary shares	
Number disposed	Nil	
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.065 per share	
No. of securities held after change	5,220,266	Fully Paid Ordinary Shares
	630,511	Quoted Options (\$0.038 exercise price, 31 Dec 2016 expiry)
	4,828,869	Unquoted Incentive Rights
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Shares acquired pursuant to Entitlement Offer dated 27 July 2016.	

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

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### Part 2 – Change of director's interests in contracts NOT APPLICABLE

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

### Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No – the trading occurred during a trading window in accordance with the Company's Share Trading and Trading Windows policy and procedures.
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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# Appendix 3Y

## 26 August 2016

### Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

Name of entity	WPG Resources Ltd
ABN	51 109 426 502

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Gary Jones
Date of last notice	20 July 2016

#### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct	
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>		
Date of change	23 August 2016	
No. of securities held prior to change	1,595,522	Fully Paid Ordinary Shares
	279,157	Quoted Options (\$0.04 exercise price, 31 Dec 2016 expiry)
	1,178,181	Unquoted Incentive Rights
Class	Fully paid ordinary shares	
Number acquired	265,919 fully paid ordinary shares	
Number disposed	Nil	
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.065 per share	
No. of securities held after change	1,861,441	Fully Paid Ordinary Shares
	279,157	Quoted Options (\$0.038 exercise price, 31 Dec 2016 expiry)
	1,178,181	Unquoted Incentive Rights
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Shares acquired pursuant to Entitlement Offer dated 27 July 2016.	

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

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### Part 2 – Change of director's interests in contracts NOT APPLICABLE

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

### Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No – the trading occurred during a trading window in accordance with the Company's Share Trading and Trading Windows policy and procedures.
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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# Appendix 3Y

## 26 August 2016

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*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

Name of entity	WPG Resources Ltd
ABN	51 109 426 502

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Len Dean
Date of last notice	7 December 2015

#### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	23 August 2016
No. of securities held prior to change	2,000,000 fully paid ordinary shares 500,000 quoted options
Class	Fully paid ordinary shares
Number acquired	333,333 fully paid ordinary shares
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.065 per share.
No. of securities held after change	2,333,333 fully paid ordinary shares 500,000 quoted options
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Shares acquired pursuant to Entitlement Offer dated 27 July 2016.

+ See chapter 19 for defined terms.



## Appendix 3Y Change of Director's Interest Notice

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### Part 2 – Change of director's interests in contracts NOT APPLICABLE

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

### Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No – the trading occurred during a trading window in accordance with the Company's Share Trading and Trading Windows policy and procedures.
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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+ See chapter 19 for defined terms.

# Appendix 3Y

## 26 August 2016

### Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

Name of entity	WPG Resources Ltd
ABN	51 109 426 502

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Dennis Mutton
Date of last notice	7 December 2015

#### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	23 August 2016
No. of securities held prior to change	254,666 fully paid ordinary shares 63,666 quoted options
Class	Fully paid ordinary shares
Number acquired	42,444 fully paid ordinary shares
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.065 per share.
No. of securities held after change	297,110 fully paid ordinary shares 63,666 quoted options
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Shares acquired pursuant to Entitlement Offer dated 27 July 2016.

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

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### Part 2 – Change of director's interests in contracts NOT APPLICABLE

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

### Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No – the trading occurred during a trading window in accordance with the Company's Share Trading and Trading Windows policy and procedures.
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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+ See chapter 19 for defined terms.

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme WPG Resources Ltd

ACN/ARSN 109 426 502

### 1. Details of substantial holder(1)

Name Robert Duffin

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on 26 / 08 / 16

The previous notice was given to the company on 03 / 08 / 16

The previous notice was dated 03 / 08 / 16

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary	44,095,776	7.56%	51,445,068	7.55%

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
23/08/16	Robert Duffin	Shares acquired in Entitlement Offer	\$0.065	ORD 7,349,292	Robert Duffin

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Duffin Family Account	Irrawaddy Investments Pty Ltd (Duffin Family A/C)	-	holder	ORD	6,850,580
Wotrun Super Fund	Irrawaddy Investments Pty Ltd (Wotrun Super Fund)	-	Holder	ORD	11,400,151
REC Investment Management P/L	REC Investment Management P/L	-	Holder	ORD	18,183,975
Robert Duffin	Robert Harry Duffin	Robert Duffin	Holder	ORD	15,010,362

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
WPG Resources Ltd	Level 9, Kyle House, 27-31 Macquarie Place, Sydney NSW 2000
Robert Duffin, Irrawaddy Investments Pty Ltd, REC Investment Management P/L	Level 9, Kyle House, 27-31 Macquarie Place, Sydney NSW 2000

**Signature**

print name Robert Duffin capacity Executive Chairman

sign here Robert Duffin date 26 / 08 / 2016

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identify of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.